

**COPY**

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May 26, 2000

**VIA OVERNIGHT DELIVERY**

00-00444

K. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37219

**Re: Telscape International, Inc., Telscape USA, Inc., Pointe Communications Corporation, and Overlook Communications International Corp. – Notification of a Merger and Related Transactions**

Dear Mr. Waddell:

Telscape International, Inc. ("Telscape"), Telscape USA, Inc. ("USA"), Pointe Communications Corporation ("PointeCom") and Overlook Communications International Corp. ("OCI") (Telscape, USA, PointeCom and OCI, collectively, hereafter "Parties"), by their undersigned counsel, hereby notify the Tennessee Regulatory Authority ("TRA") of a merger and related transactions. USA and OCI are nondominant carriers that are authorized to provide intraLATA toll services in the State of Tennessee.

It is the understanding of the Parties that prior TRA approval is not required for the proposed transaction. Therefore, absent receipt of written notification to the contrary within thirty (30) days, the Parties will proceed with the understanding that no approval or other formal action with respect to the proposed transaction is required by the TRA. This letter is being filed for informational purposes to be associated with the appropriate TRA files and as required by the TRA.

An original and thirteen (13) copies of this filing are enclosed. Also enclosed is a check in the amount of \$25.00 to cover the required filing fee. Please date stamp the enclosed copy and return it in the postage-prepaid, self-addressed envelope provided for your convenience.

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53070

**I. The Parties**

**A. Telscape**

Telscape is a publicly-traded (Nasdaq-TSCP) Texas corporation with principal offices located at 2700 Post Oak Blvd., Suite 1000, Houston, Texas, 77056. Telscape is an emerging, fully integrated telecommunications company. Together with its subsidiaries, Telscape is engaged in two primary business segments: voice services and advanced services. Its voice services segment supplies international voice, prepaid calling card services, video and data services, via switched and dedicated networks, principally to, from and within Latin America. Advanced services, including network solution services, customer relationship management and broadband services and products, are provided to customers in the United States, Mexico and Latin America. Telscape is a holding company and does not hold any Federal or State telecommunications authorizations.

**B. USA**

USA is a wholly-owned subsidiary of Telscape. USA is a Texas corporation with principal offices located at 2700 Post Oak Blvd., Suite 1000, Houston, Texas, 77056. USA is authorized to provide resold intrastate interexchange services in 34 states, including Tennessee. In Tennessee, USA is authorized to provide resold telecommunications services and operator services, pursuant to Order issued in Case No. 96-01396 (Oct. 2, 1996).

**C. PointeCom**

PointeCom, formerly Charter Communications International, Inc., is a publicly-traded (OTC-PCOM.0B) Nevada corporation with principal offices located at 1325 North Meadow Parkway, Suite 110, Roswell, Georgia, 30076. PointeCom is an international facilities-based communications company primarily serving Hispanic residential and commercial customers in the United States. Together with its subsidiaries, PointeCom provides local and long distance services, Internet services, international private line and prepaid calling card services. PointeCom does not hold any such authorizations in the State of Tennessee.

**D. OCI**

OCI is a wholly-owned subsidiary of PointeCom. OCI is a North Carolina corporation with principal offices located at 1325 North Meadow Parkway, Suite 110, Roswell, Georgia, 30076. OCI is authorized to provide resold intrastate interexchange services in 26 states, including Tennessee. In Tennessee, OCI is authorized to provide resold interexchange

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telecommunications services pursuant to Order issued in Case No. 96-0981-T-CN (Nov. 6, 1996).

## **II. Description of the Transaction**

Telscape and PointeCom propose to consummate a merger whereby PointeCom will be merged into a newly formed subsidiary of Telscape ("NewCo"). The merger will be achieved through a stock-for-stock transaction. Upon merger closing, expected to occur this Summer, NewCo will cease to exist and PointeCom will survive as a wholly-owned subsidiary of Telscape. Current PointeCom shareholders will own shares representing a majority of the total voting power of Telscape capital stock. Attached hereto as Exhibit A is an illustrative chart depicting the corporate structure of the Parties prior to and immediately following the merger.

The merger does not involve any assignment of certifications, or any name change or other change in the entities that hold certifications in Tennessee; the same companies will continue to provide service to the public. The only change in control will occur at the holding company level, with respect to Telscape's Tennessee-certificated subsidiary USA. The merger transaction does not involve an actual transfer of control of PointeCom's Tennessee-certificated subsidiary OCI, because PointeCom's current shareholders will control PointeCom and its subsidiaries after the merger.<sup>1/</sup> The current shareholders of PointeCom will own a controlling interest in the new ultimate parent, Telscape, which will be inserted at the top of the ownership chain.

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<sup>1/</sup> At most the merger will result in a *pro forma* transfer of control of PointeCom's subsidiaries.

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**III. Conclusion**

As previously stated, it is the Parties' understanding that prior TRA approval is not required for the proposed transaction. This letter is being filed for informational purposes to be associated with the appropriate TRA files and as required by the TRA.

If there are any questions regarding this notification, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Heather A. Thomas".

Priscilla A. Whitehead  
Heather A. Thomas

Counsel to Telscape International, Inc.

Edward A. Yorkgitis, Jr.  
KELLEY DRYE & WARREN LLP  
1200 19<sup>th</sup> Street, N.W., Suite 500  
Washington, D.C. 20036

Counsel to Pointe Communications Corporation

Enclosures

REF. #	INV. #	DATE	INVOICE AMOUNT	INVOICE DESCRIPTION	AMOUNT PAID
114331	ST041700	04-17-00	25.00		25.00
Safeguard					
CUSTOMER NO.					

**SWIDLER BERLIN SHEREFF FRIEDMAN, LLP**

3000 K STREET, N.W. SUITE 300  
WASHINGTON, DC 20007

CHECK DATE

04/17/00

CHECK NO. D 120896

Citibank DC Operating  
1775 Pennsylvania Avenue, NW  
Suite 440  
Washington, DC 20006

CHECK AMOUNT

25.00\*\*\*\*\*

TWENTY-FIVE AND 00/100 Dollars

TWO SIGNATURES REQUIRED ON CHECK  
OVER \$10,000.00

*[Handwritten Signature]*

OPERATING ACCOUNT

PAY  
TO THE  
ORDER OF

Tennessee Regulatory Authority  
P.O. Box 198907  
Nashville, TN 37219-8907

**EXHIBIT A**

**ILLUSTRATIVE CHART OF  
PROPOSED MERGER**

# Telscape-Pointe Merger

## TENNESSEE

